

June 28, 2022

General Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001

Vice President
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza',
Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051

Dear Sir/Madam,

Subject: Summary of proceedings of the Annual General Meeting, declaration of voting results and consolidated report issued by the Scrutiniser

The 22nd Annual General Meeting ("AGM") of ICICI Prudential Life Insurance Company Limited ("the Company") was held on Monday, June 27, 2022, at 3.00 p.m. (IST), through Video Conference (VC) / Other Audio Visual Means (OAVM), in compliance with applicable provisions of the Companies Act, 2013 read with General Circular No. 02/2022 dated May 5, 2022 read with earlier General Circular No. 20/2020 dated May 5, 2020, General Circular No. 14/2020, dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 21/2021 dated December 14, 2021 issued by the Ministry of Corporate Affairs ('MCA') and requirements prescribed by Securities and Exchange Board of India ('SEBI').

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), as amended, the Company had provided an opportunity to all its members to exercise their voting rights through electronic voting ("remote e-voting") for the items of business to be transacted at the AGM. The remote e-voting facility was provided to all the members of the Company holding shares as on Monday, June 20, 2022, being the cut-off date, by National Securities Depository Limited ("NSDL"). The remote e-voting commenced at 9:00 a.m. (IST) on Wednesday, June 22, 2022 and ended at 5:00 p.m. (IST) on Sunday, June 26, 2022. To facilitate the members who could not cast their vote through the remote e-voting, the Company had extended the facility for electronic voting at the AGM.

Accordingly, please find attached the following disclosures:

1. Summary of proceedings of the AGM pursuant to Regulation 30 read with Schedule III of SEBI-LODR.
2. Voting results in the format prescribed under Regulation 44 of SEBI-LODR (as provided by the agency which has extended the e-voting facility i.e. NSDL).

ICICI Prudential Life Insurance Company Limited

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CIN : L66010MH2000PLC127837

3. Consolidated report of the Scrutiniser on remote e-voting and electronic voting during the AGM pursuant to Section 108 of the Companies Act, 2013 and rules made thereunder.

Thanking you.

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited



Sonali Chandak
Company Secretary
ACS 18108

Encl.: As above

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Summary of proceedings of 22nd Annual General Meeting of ICICI Prudential Life Insurance Company Limited

The 22nd Annual General Meeting ('AGM' or 'Meeting') of the members of ICICI Prudential Life Insurance Company Limited (the Company) was held on Monday, June 27, 2022 at 3:00 p.m. (IST) through Video Conference ('VC')/ Other Audio Visual Means ('OAVM'). The Meeting was conducted in compliance with the relevant provisions of the Securities & Exchange Board of India ("SEBI") and Companies Act, 2013 (CA2013), read with Rule 20 of Companies (Management and Administration) Rules, 2014 read with General Circular No. 02/2022 dated May 5, 2022 and earlier General Circulars No. 02/2021 dated January 13, 2021, No. 20/2020 dated May 5, 2020, No.17/2020 dated April 13, 2020 and No. 14/2020 dated April 8, 2020 issued by the MCA ('MCA Circular'), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

Mr. M. S. Ramachandran, Chairman of the Company, chaired the Meeting.

The Meeting was attended by 90 members in person or through authorised representatives.

All the Directors, as listed below, attended the Meeting:

1. Mr. M. S. Ramachandran, Chairman of the Company, who is a non-executive Independent Director participated in the Meeting from Chennai (India).
2. Mr. Dilip Karnik, non-executive Independent Director and Chairman of Board Nomination & Remuneration Committee participated in the Meeting from Pune (India).
3. Mr. R. K. Nair, non-executive Independent Director and Chairman of Board Audit Committee, participated in the Meeting from Bangalore (India).
4. Mr. Dileep Choksi, non-executive Independent Director and Chairman of Stakeholders Relationship Committee, participated in the Meeting from Mumbai (India).
5. Ms. Vibha Paul Rishi, non-executive Independent Director, participated in the Meeting from Gurgaon (India).
6. Mr. Anup Bagchi, non-executive Director nominated by ICICI Bank Limited, participated in the Meeting from Mumbai (India).
7. Mr. Sandeep Batra, non-executive Director nominated by ICICI Bank Limited, participated in the Meeting from Mumbai (India).
8. Mr. Wilfred John Blackburn, non-executive Director nominated by Prudential Corporation Holdings Limited, participated in the Meeting from Dereensillagh, County Kerry (Ireland).
9. Mr. N. S. Kannan, Managing Director & CEO, participated in the Meeting from the Company's office in Mumbai (India).

In addition to the Directors of the Company, the management team of the Company consisting of Mr. Judhajit Das - Chief Human Resources, Mr. Amit Palta - Chief Distribution Officer, Mr. Satyan Jambunathan – Chief Financial Officer, Mr. Deepak Kinger – Chief Risk &

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Compliance Officer, Mr. Manish Kumar – Chief Investment Officer, Mr. Souvik Jash – Appointed Actuary and Ms. Sonali Chandak - Company Secretary, were in attendance, from Mumbai (India).

Mr. Sudhir Pillai, Partner - Walker Chandiok Co. LLP and Mr. Sagar Lakhani, Partner – B S R & Co. LLP, the joint statutory auditors of the Company and Mr. Omkar Dindorkar, authorised representative of M/s. Makarand M. Joshi & Co., Company Secretaries, the Secretarial auditor of the Company also attended the Meeting from Mumbai (India).

Ms. Sonali Chandak, Company Secretary, welcomed the members attending the 22nd AGM through VC/OAVM and apprised them that for smooth conduct of the Meeting, lines of only those members who have registered themselves to share their views/ask questions, would be unmuted. Further, the members were requested to join the Meeting through devices such as laptops or desktops for better experience and have stable Wi-Fi or LAN connection to avoid any kind of technical disturbances. Further, the members were informed that the transcript of the Meeting shall be made available on the website of the Company as soon as possible after the conclusion of the Meeting.

After the above announcement, Ms. Sonali Chandak handed over the proceedings of the Meeting to Mr. M. S. Ramachandran, Chairman. Mr. Ramachandran welcomed the participants at the Meeting, on behalf of the Board of Directors, and expressed his sincere thanks to all the shareholders for showing their confidence in the Company. The Chairman informed that in view of the continuing risks posed by the COVID-19 pandemic, especially in India, and considering that the safety of all the members was paramount, the Company had convened the Annual General Meeting through videoconference.

The Chairman affirmed that all efforts feasible had been made by the Company to ensure effective participation by the members of the Company and voting on the items set out in the Notice convening the 22nd AGM (“Notice of AGM”).

The requisite quorum as per the Companies Act, 2013 (CA2013) being present, the Chairman declared the Meeting as validly convened and welcomed the members attending the Meeting. The Chairman thereafter introduced all the Directors, the management team and the Auditors and informed that the certificate obtained from the secretarial auditor (Makarand M. Joshi & Co.) of the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the statutory registers and other relevant documents referred to in the Notice of the AGM and the explanatory statement were available with the Company and could be inspected by the members till the conclusion of the Meeting.

The Chairman informed that the Notice of the AGM dated May 17, 2022, was e-mailed to the members and a public notice to this effect was published in the newspapers. With the consent of the members present, the Notice of the AGM was taken as read.

The Chairman further informed the members that the Auditors’ Report on the financial statements of the Company, for the year ended March 31, 2022, did not have any qualifications, observations or comments of the auditors on the financial transactions or

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matters, which had any adverse effect on the functioning of the Company. In view of the same, in accordance with the Companies Act, 2013, there was no need to read the Auditors' Report.

An audio visual presentation was then screened.

The Chairman informed the members that pursuant to CA2013 read with relevant Rules, the Company had provided an opportunity to all its members to exercise their voting rights through electronic voting (remote e-voting) for the items of business to be transacted at the Meeting. The remote e-voting facility was provided to all the members of the Company holding shares as on June 20, 2022, being the cut-off date, by National Securities Depository Limited. The remote e-voting commenced at 9:00 a.m. IST on Wednesday, June 22, 2022 and ended at 5:00 p.m. IST on Sunday, June 26, 2022.

Further, the Chairman informed the members, that to facilitate those who could not cast their vote through remote e-voting, the Company had extended the facility to cast their votes through the electronic voting system during the last 30 minutes after the conclusion of the Meeting.

The members were informed that Ms. Ashwini Inamdar, representing Mehta & Mehta, Practicing Company Secretary was the scrutinizer for the remote e-voting process as well as for the electronic voting being provided at the Meeting.

The members were then invited, by the Chairman, to give their suggestions, seek clarifications and ask questions, if any, on the agenda items set out in the Notice of the AGM. The members, shared their views, sought information regarding certain aspects of operations of the Company. It was observed that some registered speakers were not clearly audible and some shared their views/sought comments through the chat-box available for the members. The Chairman requested Mr. N. S. Kannan, Managing Director & CEO to respond to the questions/suggestions of the members; Mr. N. S. Kannan responded to the same.

Thereafter, the Chairman authorised the Chief Financial Officer or the Company Secretary to declare the results of the remote e-voting as well as for the electronic voting done at the Meeting, by announcing the results within forty eight working hours to the stock exchanges as well as by disseminating the results on the website of the Company alongwith the Scrutiniser's report and informed the members that the same would be duly recorded as part of the proceedings of the AGM. The Chairman then thanked the members for their support and declared the Meeting as closed and announced that the electronic voting facility shall be kept open for 30 minutes after conclusion of the proceedings of the Meeting at 4.44 p.m. (IST)

After 30 minutes, Ms. Sonali Chandak, announced that the time to cast the votes was elapsed and accordingly the electronic voting system was disabled and thanked the members for their participation.

The following items of business were transacted through remote e-voting and through electronic voting system during the Meeting:

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Ordinary Business:

1. To adopt the standalone and consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2022, and the Balance Sheet as at that date, together with the Reports of the Directors and Auditors. (Ordinary Resolution).
2. To declare final dividend of ₹ 0.55 per equity share of face value of ₹ 10 each. (Ordinary Resolution).
3. To appoint a Director in place of Mr. Sandeep Batra, who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution).
4. To approve the remuneration of Walker Chandiook & Co. LLP and B S R & Co. LLP, the joint statutory auditors of the Company in connection with the audit of the accounts of the Company for the financial year 2022-23. (Ordinary Resolution).

Special Business:

5. To re-appoint Mr. R. K. Nair as an Independent Director of the Company for a second term of five consecutive years commencing from July 25, 2022 to July 24, 2027. (Special Resolution).
6. To re-appoint Mr. Dileep Choksi as an Independent Director of the Company for a second term commencing from January 19, 2023 to December 25, 2024. (Special Resolution).
7. To approve the remuneration payable to Mr. N. S. Kannan, Managing Director & CEO, with effect from April 1, 2022. (Ordinary Resolution).
8. To approve related party transactions pertaining to the purchase and/ or sale of securities issued by related/non related entities in primary/secondary market. (Ordinary Resolution).
9. To approve related party transactions with ICICI Bank Limited. (Ordinary Resolution).

Based on the consolidated Scrutiniser's report dated June 28, 2022, it is understood that all resolutions as set out in the Notice of AGM were passed by the members with requisite majority.

For ICICI Prudential Life Insurance Company Limited



Sonali Chandak
Company Secretary
ACS 18108

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	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM	27-06-2022
Total number of shareholders on record date	377373
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	88

Resolution No.	1										
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt a. Adoption of standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2022, the Balance Sheet as at that date, together with the Reports of the Directors and Auditors. b. Adoption of consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2022, the Balance Sheet as at that date, together with the Reports of the Auditors.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	309,583,170	271,169,740	87.5919	271,169,740	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		271,169,740	87.5919	271,169,740	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	72,772,763	944,163	1.2974	942,606	1,557	99.8350	0.1649	0	0	
	Poll		30,729	0.0422	30,729	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		974,892	1.3396	973,335	1,557	99.8403	0.1597	0	0	
Total		1,437,478,716	1,327,267,415	92.3330	1,327,265,858	1,557	99.9999	0.0001	0	0	

Resolution No.	2										
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
	E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	

Promoter and Promoter Group	Postal Ballot (if applicable)	1,055,122,783	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	309,583,170	275,967,575	89.1417	275,967,575	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		275,967,575	89.1417	275,967,575	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	72,772,763	944,598	1.2980	943,309	1,289	99.8635	0.1364	0	0
	Poll		30,729	0.0422	30,729	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		975,327	1.3402	974,038	1,289	99.8678	0.1322	0	0
	Total	1,437,478,716	1,332,065,685	92.6668	1,332,064,396	1,289	99.9999	0.0001	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Sandeep Batra (DIN 03620913), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	309,583,170	275,967,575	89.1417	239,375,817	36,591,758	86.7405	13.2594	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		275,967,575	89.1417	239,375,817	36,591,758	86.7406	13.2594	0	0
Public- Non Institutions	E-Voting	72,772,763	943,904	1.2971	939,705	4,199	99.5551	0.4448	0	0
	Poll		30,729	0.0422	30,729	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		974,633	1.3393	970,434	4,199	99.5692	0.4308	0	0
	Total	1,437,478,716	1,332,064,991	92.6668	1,295,469,034	36,595,957	97.2527	2.7473	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider the audit remuneration of Walker Chandiook Co. LLP, bearing registration number 001076N/ N500013 and B S R Co. LLP, bearing registration number 101248W/ W-100022, in connection with the audit of the accounts of the Company for FY2023.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	309,583,170	275,967,575	89.1417	275,967,575	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		275,967,575	89.1417	275,967,575	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	72,772,763	943,915	1.2971	940,693	3,222	99.6586	0.3413	0	0
	Poll		30,729	0.0422	30,729	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		974,644	1.3393	971,422	3,222	99.6694	0.3306	0	0
Total	1,437,478,716	1,332,065,002	92.6668	1,332,061,780	3,222	99.9998	0.0002	0	0	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - To consider the re-appointment of Mr. R. K. Nair (DIN 07225354) for a second term.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	309,583,170	275,771,906	89.0785	262,298,822	13,473,084	95.1144	4.8855	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		275,771,906	89.0785	262,298,822	13,473,084	95.1144	4.8856	0	0
Public- Non Institutions	E-Voting	72,772,763	943,732	1.2968	937,893	5,839	99.3812	0.6187	0	0
	Poll		30,729	0.0422	30,729	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		974,461	1.339	968,622	5,839	99.4008	0.5992	0	0
Total	1,437,478,716	1,331,869,150	92.6531	1,318,390,227	13,478,923	98.9880	1.0120	0	0	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - To consider the re-appointment of Mr. Dileep Choksi (DIN 00016322) for a second term.									

Whether promoter/ promoter group are interested in the agenda/resolution?										
	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	309,583,170	275,967,575	89.1417	248,880,925	27,086,650	90.1848	9.8151	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		275,967,575	89.1417	248,880,925	27,086,650	90.1848	9.8152	0	0
Public- Non Institutions	E-Voting	72,772,763	943,735	1.2968	938,524	5,211	99.4478	0.5521	0	0
	Poll		30,729	0.0422	30,729	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		974,464	1.339	969,253	5,211	99.4652	0.5348	0	0
Total		1,437,478,716	1,332,064,822	92.6668	1,304,972,961	27,091,861	97.9662	2.0338	0	0

Resolution No. 7										
Resolution required: (Ordinary/ Special) ORDINARY - To consider the revision in the remuneration payable to Mr. N. S. Kannan (DIN 00066009), Managing Director CEO with effect from April 1, 2022.										
Whether promoter/ promoter group are interested in the agenda/resolution?										
	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	309,583,170	275,967,575	89.1417	263,564,148	12,403,427	95.5054	4.4945	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		275,967,575	89.1417	263,564,148	12,403,427	95.5055	4.4945	0	0
Public- Non Institutions	E-Voting	72,772,763	943,438	1.2964	937,137	6,301	99.3321	0.6678	0	0
	Poll		30,729	0.0422	30,729	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		974,167	1.3386	967,866	6,301	99.3532	0.6468	0	0
Total		1,437,478,716	1,332,064,525	92.6667	1,319,654,797	12,409,728	99.0684	0.9316	0	0

Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider the approval of related party transactions pertaining to the purchase and/or sale of securities issued by related/non related entities in primary/secondary market.									
Whether promoter/ promoter group are interested in the agenda/resolution?	YES									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,055,122,783	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	309,583,170	268,658,620	86.7808	268,658,620	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		268,658,620	86.7808	268,658,620	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	72,772,763	596,525	0.8197	592,401	4,124	99.3086	0.6913	0	0
	Poll		30,729	0.0422	30,729	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		627,254	0.8619	623,130	4,124	99.3425	0.6575	0	0
Total	1,437,478,716	269,285,874	18.7332	269,281,750	4,124	99.9985	0.0015	0	0	

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider the approval of related party transactions with ICICI Bank Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?	YES									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,055,122,783	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	309,583,170	268,658,620	86.7808	268,658,620	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		268,658,620	86.7808	268,658,620	0	100.0000	0.0000	0	0
	E-Voting	72,772,763	596,548	0.8197	593,458	3,090	99.4820	0.5179	0	0
	Poll		30,729	0.0422	30,729	0	100.0000	0.0000	0	0

Public- Non Institutions	Postal Ballot (if applicable)	14,114,100	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		627,277	0.8619	624,187	3,090	99.5074	0.4926	0	0
	Total	1,437,478,716	269,285,897	18.7332	269,282,807	3,090	99.9989	0.0011	0	0

Mehta & Mehta

COMPANY SECRETARIES

REGD. OFFICE : 201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018
PHONE : +91-22-6611 9696 ● E-mail: info@mehta-mehta.com ● Visit us : www.mehta-mehtaadvisory.com

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson
ICICI Prudential Life Insurance Company Limited
ICICI Prulife Towers 1089 Appasaheb Ma,
Prabhadevi, Mumbai - 400025

Twenty Second (22nd) Annual General Meeting ("AGM") of the Members of ICICI Prudential Life Insurance Company Limited ("the Company") held on Monday, June 27, 2022, at 3.00 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Ashwini Inamdar, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries have been appointed by the Board of Directors of ICICI Prudential Life Insurance Company Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during the Twenty-Second AGM of the Company held on Monday, June 27, 2022 at 3.00 P.M. through VC/OAVM pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 05, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") in respect of the Resolutions as set out in the Notice convening the 22nd AGM, do hereby submit any report as follows :

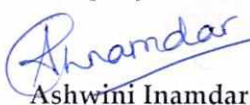
1. The Notice dated May 17, 2022 of the 22nd AGM was sent to the Members through electronic mode whose email addresses are registered with the Company/RTA in compliance with MCA circulars.
2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of remote e-voting, the Company had engaged the services of National Securities Depository Limited (NSDL).



3. The members of the Company holding shares as on the "cut off" date i.e. Monday, June 20, 2022 were entitled to vote on the resolutions stated in the Notice of the 22nd AGM.
4. The period for remote e-voting commenced on Wednesday, June 22, 2022 (09.00 a.m. IST) and ended on Sunday, June 26, 2022 (05:00 p.m. IST). The Remote e-voting module was disabled by NSDL for voting thereafter.
5. The facility for e-voting was made available for the Members attending the meeting through VC and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the AGM, the report on the voting done at the AGM and votes cast through remote e-voting facility done prior to the AGM were unblocked, in the presence of two witnesses Ms. Suman Lahoti and Mr. Prashant Parmar neither of whom are in the employment of the Company and generated from NSDL e-voting website www.evoting.nsdl.com.
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the 22nd AGM
8. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.
9. The consolidated results of remote e-voting and voting through electronic voting system at the 22nd AGM are enclosed as an **Annexure** to this report.

Thanking You,

For Mehta & Mehta
Company Secretaries


Ashwini Inamdar

Scrutinizer

FCS No: 9409

CP No: 11226

UDIN: F009409D000537475

Place: Mumbai

Date: June 28, 2022

Enclosed: Annexure



We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NSDL e-voting website www.evoting.nsdl.com in our presence on June 28, 2022.



Name: Ms. Suman Lahoti

Address: 201-206, Shiv Smriti Chambers,
2nd Floor, Dr. Annie Besant Road,
Worli, Mumbai - 400018



Name: Mr. Prashant Parmar

Address: 201-206, Shiv Smriti Chambers,
2nd Floor, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Countersigned by

(Person Authorised by Chairman)

Ms. Sonali Chandak

Company Secretary

Membership No: A18108

ICICI Prudential Life Insurance Company Limited

Item No. 1: Ordinary Resolution

To receive, consider and adopt:

a. The standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2022, the Balance Sheet as at that date, together with the Reports of the Directors and Auditors.

b. The consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2022, the Balance Sheet as at that date, together with the Report of the Auditors

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1789	1,32,72,35,129	11	30729	1800	1,32,72,65,858	99.9999
Votes against the resolution	17	1,557	0	0	17	1,557	0.0001
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 2: Ordinary Resolution

To declare dividend on equity shares

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1791	1,33,20,33,667	11	30729	1802	1332064396	99.9999
Votes against the resolution	17	1,289	0	0	17	1289	0.0001
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Sandeep Batra (DIN: 03620913), who retires by rotation and, being eligible, offers himself for reappointment.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1625	1,29,54,38,305	11	30729	1636	1295469034	97.2527
Votes against the resolution	177	3,65,95,957	0	0	177	36595957	2.7473
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 4: Ordinary Resolution

To consider the Joint Statutory Auditor remuneration of Walker Chandok & Co. LLP, bearing registration number 001076N/ N500013 and B S R & Co. LLP, bearing registration number 101248W/ W-100022, in connection with the audit of the accounts of the Company for FY2023.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1750	1,33,20,31,051	11	30729	1761	1332061780	99.9998
Votes against the resolution	51	3,222	0	0	51	3222	0.0002
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 5: Special Resolution

To consider the re-appointment of Mr. R. K. Nair (DIN: 07225354) for a second term of five consecutive years

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1675	1,31,83,59,498	11	30729	1686	1318390227	98.9880
Votes against the resolution	123	1,34,78,923	0.0000	0	123	13478923	1.0120
Invalid votes/ Abstained	0	0	0.0000	0	0	0	0

The above resolution has been passed by requisite majority since more than three-fourth of the votes were casted in favour of the resolution.



Item No. 6: Special Resolution

To consider the re-appointment of Mr. Dileep Choksi (DIN: 00016322) for a second term commencing from January 19, 2023 till December 25, 2024.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1631	1,30,49,42,232	11	30729	1642	1304972961	97.9662
Votes against the resolution	169	2,70,91,861	0	0	169	27091861	2.0338
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than three-fourth of the votes were casted in favour of the resolution.

Item No. 7: Ordinary Resolution

To consider approval of the remuneration of Mr. N. S. Kannan (DIN: 00066009), Managing Director & CEO with effect from April 1, 2022.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1665	1,31,96,24,068	11	30729	1676	1319654797	99.0684
Votes against the resolution	134	1,24,09,728	0	0	134	12409728	0.9316
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 8: Ordinary Resolution

To consider the approval of related party transactions pertaining to the purchase and/or sale of securities issued by related/non related entities in primary/secondary market.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1722	26,92,51,021	11	30729	1733	26,92,81,750	99.9985
Votes against the resolution	59	4124	0	0	59	4124	0.0015
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 9: Ordinary Resolution

To consider the approval of related party transactions with ICICI Bank Limited.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1729	26,92,52,078	11	30729	1740	26,92,82,807	99.9989
Votes against the resolution	52	3,090	0	0	52	3090	0.0011
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

